

MAY 10 2001

Michael N. Milby, Clerk
Laredo Division

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE: §
AGRIFOS FERTILIZER L.P., ET AL., § JOINTLY ADMINISTERED UNDER
DEBTORS § CASE NO. 01-35220-H2-11
§

In Re:	§	
Agrifos Fertilizer L.P.	§	Case No. 01-35220-H2-11
Agrifos L.L.C.	§	Case No. 01-35221-H2-11
Agrifos Mining L.L.C.	§	Case No. 01-35222-H2-11
Bedrock Holdings, LLC	§	Case No. 01-35223-H2-11
Agrifos Fertilizer GP L.L.C.	§	Case No. 01-35224-H2-11
Agrifos Fertilizer LP L.L.C.	§	Case No. 01-35225-H2-11

ORDER AUTHORIZING PAYMENT TO CRITICAL VENDOR

Upon consideration of the motion (the "Motion")¹ of Agrifos L.L.C., Agrifos Mining L.L.C., Bedrock Holdings, LLC, Agrifos Fertilizer GP L.L.C., Agrifos Fertilizer LP L.L.C. and Agrifos Fertilizer L.P., debtors and debtors-in-possession ("Debtors"), for an order authorizing payment to critical vendor; and upon consideration of the Affidavit of Timothy Cotton in support of Chapter 11 Petitions and First Day Orders; and it appearing that this Court has jurisdiction to hear this matter; and it appearing that the payment of the prepetition amount owed to the critical trade vendor is essential to the reorganization of the Debtors principally because of the representation that goods are in transit and might be delayed or denied to the debtor if payment is not made and because the vendor probably has reclamation claims, and it appearing that the necessity of the payment warrants an exercise of the Court's authority under Section 105(a) of the Bankruptcy Code; and it appearing that the payment should be approved as in the best interest of the Debtors, their estates, creditors, and

¹ Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

shareholders; and it appearing that the notice provided by the last paragraph of this order is the greatest possible under the circumstances, and there being no objection by counsel appearing at the first day hearings, and sufficient cause appearing therefor, it is

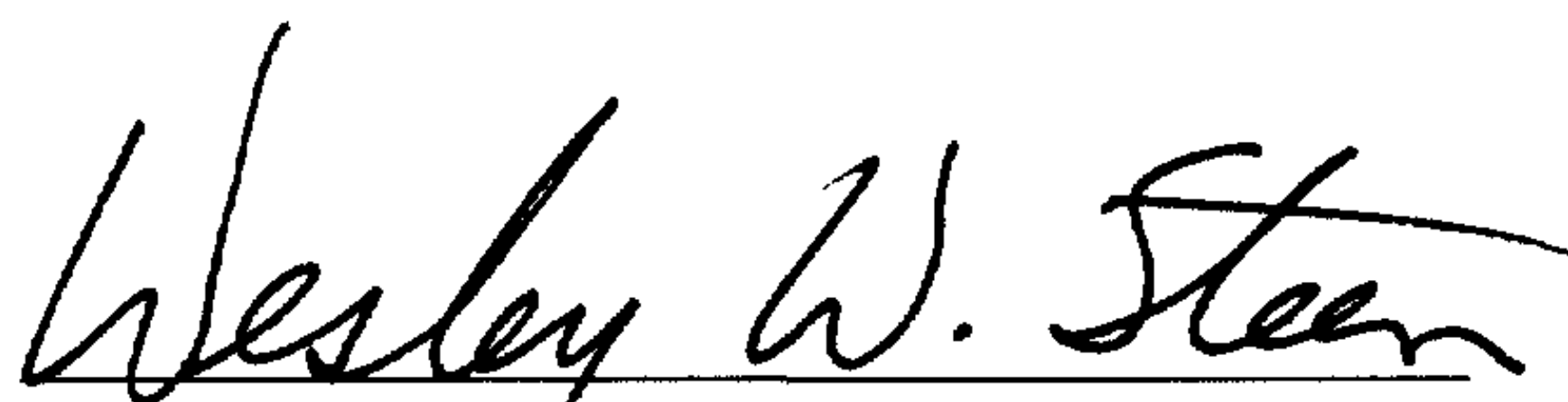
ORDERED that the Debtors be, and hereby are (subject to the terms set forth below), authorized to pay Office Togolais Des Phosphates in the amount of \$945,000.00 for certain prepetition claims as set forth in the Motion and the exhibit attached thereto, the payment of which is necessary for the reorganization of the above-captioned Debtors. It is further

ORDERED that the payment is authorized by this Order, provided that no objection is filed with the Court by May 16, 2001; if an objection is timely filed, then a hearing will be held on May 21, 2001 at 11:30 a.m. in Courtroom 400, 515 Rusk, Houston, Texas.

ORDERED that the Debtors shall give notice of this order on May 9, 2001, to the parties and under procedures contained in the Initial Order for complex case treatment issued this date.

The Court's findings, conclusions, and reasons are set forth above and orally on the record on May 9, 2001, under FRBP 7052.

SIGNED May 9, 2001.


WESLEY W. STEEN
UNITED STATES BANKRUPTCY JUDGE

The Clerk shall notice:

H. Rey Stroube, III
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
711 Louisiana, Suite 1900
Houston, TX 77002
Telephone: 713-220-5800
Facsimile: 713-236-0822